



# **Attachment 2: Articles of Organization and Bylaws (Amended by a vote of two thirds of the CGNP Board of Directors on November 22, 2016)**

**FILED**  
11-29-16  
04:59 PM

## **Californians for Green Nuclear Power Inc. A Not-for-Profit Corporation**

### **ARTICLE 1: Name**

The name of the corporation shall be Californians for Green Nuclear Power, Inc. (herein “CGNP” or “the Corporation”)

### **ARTICLE 2: Purpose**

CGNP is organized to support Diablo Canyon power plant and to educate the public on the benefits of nuclear power, through the following activities, and such other activities as shall be approved pursuant to these Bylaws, to achieve this purpose:

- (a) Provide reliable, responsible and properly researched professional information regarding the superior performance of the power plant at Diablo Canyon and its benefits to citizens in the State and nation in terms of the environment and human health;
- (b) Provide such information to the general public through presentations to civic groups, appearances at local Farmer's Markets, and participation in other local venues and events, to educate citizens about benefits to them and their families of Diablo Canyon and nuclear power; and
- (c) Share such information through letters to the editor and op-eds in local newspapers inform the wider public about the benefits of Diablo Canyon and nuclear power.
- (d) CGNP represents the interests of residential customers. Moreover, most of the members of CGNP are residential customers of Pacific Gas and Electric (PG&E) receiving bundled electric service. Residential customers's interests will be directly affected by the activities of CGNP as a Party to CPUC proceedings.

### **ARTICLE 3: Principal Office**

Until changed pursuant to these Bylaws, the principal office of this Corporation shall be located at 1375 East Grand Ave, Suite 103 #523, Arroyo Grande, CA 93420

If no principal office is otherwise designated by decision at a meeting called and held in accordance with the Bylaws, the office of Californians for Green Nuclear Power shall be the address at which the Treasurer resides.

### **ARTICLE 4: Nonpartisan Activities, Non-discrimination**

This Corporation has been formed for educational purposes and its activities shall be not-for-profit and nonpartisan. The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall not discriminate against any Director, Officer, member, employee, applicant or participant on the basis of race, color, sex, age, religious affiliation, handicap, national or cultural origin, or other personal factor

## **ARTICLE 5: Dedication of Assets**

The properties and assets of this Corporation are irrevocably dedicated to educational purposes. No part of its net earnings, properties or assets, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member, Director or Officer of this Corporation. On liquidation or dissolution, after paying or making provision for payment of all liabilities of the Association, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE 6: Membership**

### **Section 1 Categories of Membership**

There shall be three categories of membership in CGNP. These three categories and the qualifications for each shall be as follows:

#### **(1) Members of the Board of Directors**

Members of the Board of Directors (or “Directors”) shall be general members in good standing who are elected to serve on the Board of Directors buy the general members

#### **(2) General Members**

The qualifications for General Membership are set forth in section 2 of this article.

#### **(3) Friends of Diablo Canyon (FODC)**

FODC are persons sympathetic to our cause and may be called on to participate in rallies sanctioned by the Board but do not vote.

### **Section 2 Qualifications, Duties and Powers of General Members**

The Board of Directors shall determine the specific processes involved in the solicitation and/or acceptance of General Members. All persons on the Board of Directors as of the date of the execution of the Charter shall be deemed accepted as General Members.

To be a General Member, one must share the purposes of the Association, agree to be bound by the Code of Conduct annexed to these Bylaws (herein “the Code of Conduct”), support nuclear power and its furtherance, have an interest in community well-being, a desire to serve that community, and have an awareness of the benefits of nuclear power. General Members shall remain in good standing only so long as they meet these criteria and continue to comply with the Code of Conduct.

General members may participate in CGNP Board of Directors meetings, subject to the rules of procedure for such meetings adopted by the Board of Directors, but may not vote.

At any time the Board of Directors may, by a decision duly made in conformance with these Bylaws, decide to assess a specific amount as dues, on either a one-time or annual basis. The dues amount shall be set in a manner that is non-discriminatory. In the event of such a decision, no member shall be in good standing that has not paid all dues owed.

### Section 3 Removal of General Members

In the event that a member violates the Code of Conduct, takes actions or gives public Corporation statements that violate or oppose the purpose or activities of the, engages in illegal or unprofessional conduct that may reflect negatively on the Association Corporation, or fails to pay dues owed within six months of the assessment thereof, that person's membership in the Corporation may be revoked by vote of a meeting of the Board of Directors called and held in compliance with these Bylaws.

### Section 4 No Shareholders

The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any Directors, Officers, or General Members. All income earned on assets donated to or otherwise owned by CGNP shall accrue to CGNP only and be used in accordance with these Bylaws or distributed in accordance with Article 5 hereof.

## **ARTICLE 7: Board of Directors**

### Section 1. Powers, Delegation

Subject to the provisions and limitations of the Law and any other applicable laws, the business and affairs of the Corporation shall be managed and all relevant powers shall be exercised, by or under the direction of the Board of Directors.

The Board of Directors shall have full responsibility to decide on the use of any financial or other resources of the organization, in accordance with the purposes set forth above and the procedures and responsibilities set forth in these Bylaws.

At its discretion, however, the Board of Directors may decide to delegate all or part of its day-to-day operations to one or more committees, or individual, provided that such committee or person's activities on behalf of the Corporation shall be exercised under the ultimate direction of the Board of Directors.

### Section 2. Number of Directors

The authorized number of Directors of the Corporation shall be not less than three (3) nor more than nine (9), until changed by amendment of these Bylaws.

### Section 3. Election, Designation and Term of Office of Directors

The Initial Board of Directors shall serve until their successors have been elected and seated, pursuant to these Bylaws. The normal term of office for Directors shall be one year, commencing on the date of the Annual Meeting, see below.

Any General Member in good standing as set forth above may be nominated as a Director.

### Section 4. Removal of Directors, Vacancies in the Board

Any Director may be removed by majority vote of the Members. Any vacancy occurring in the Board of Directors, whether by removal, retirement, death or other reason shall be filled by majority vote of the remaining Directors, for the duration of the unexpired term.

### Section 5. Fees and Compensation

Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article 16, Section 2, as may be fixed or determined by resolution of the Board of Directors. Directors may not be compensated for rendering services in any capacity other than Director, unless such compensation is reasonable and approved as provided in Article 16, Section 4.

## **ARTICLE 8: Meetings of the Corporation**

### Section 1. Schedule and Notice

The Board of Directors shall hold regular monthly meetings on a schedule (place, date and time) agreed, with notice to all Members of the Board of Directors. A pre-meeting agenda will be sent to all members of the Board of Directors by the President incorporating ongoing issues and new topics suggested by members.

Additional or “special” meetings may be called by the President, or by any two or more Members of the Board. Notice of special meetings shall be in writing by such method (email, mail or personal contact) as shall ensure that the message is received not less than 24 hours in advance of the meeting.

In June, the scheduled meeting shall be the “Annual Meeting of the Board of Directors and General Members,” as set forth in section six of this article, at which the election of members of the Board of Directors of the Corporation shall occur, in addition to the transaction of other business.

Meetings may be held at any place designated by resolution of the Board. Where an unscheduled meeting is needed, notice of the date, time and place of the meeting shall be delivered personally to each Director or communicated to each Director by telephone, facsimile or electronic mail at least forty-eight (48) hours prior to the meeting. The notice shall specify the purpose of the meeting.

### Section 2 Participation

Unless otherwise decided by the Board of Directors, whether generally or with respect to a particular meeting or issue, any General Member may attend a meeting and participate in its discussions, but only Directors may vote. Meetings shall be conducted informally where possible, but shall be guided by Roberts Rules of Order, and all disputes settled thereunder. The Board may, in its discretion, adopt procedures for the holding of confidential sessions within the Board meeting in which only Board members may be present. Such confidential sessions shall be designed to apply to agenda items that address specific topics or types of topics. Any decision arising out of such sessions shall be reported to the members, without report of the deliberations, and shall be included in the same way in the minutes of the meeting.

All Directors whether present or not shall maintain the confidentiality of the sessions and all statements or deliberations made therein.

### Section 3 Action at a Meeting, Quorum

The presence of a majority of the Directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the Directors

present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

#### Section 4 Annual Meeting

The Board of Directors shall make and document a reasonable attempt to notify all General Members, by email or telephone or regular mail, at least one month prior to the Annual Meeting of the date, time and agenda of such meeting. So long as a quorum of Directors is present, the full agenda shall go forward, regardless of the number of other General Members present – that is, there is no other quorum requirement applicable to non-Director General members at the Annual Meeting. Elections of members of the Board of Directors shall be by vote of a majority of the number of General Members and Directors present at the Annual Meeting, with all votes counting equally. With the addition of this section, all requirements and procedures of these Bylaws regarding meetings and actions at meetings shall apply at an Annual Meeting.

#### Section 5. Adjourned Meeting

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of that adjournment to another time or place shall be given to all Directors, including Directors who were not present at the time of the adjournment, prior to the time of the adjourned meeting. Any Member of the Board who was not present at the time that the meeting was adjourned may fully participate in the resumed session.

#### Section 6 Action Without a Meeting; Proxy

##### ***(A) Action Without a Meeting***

The Board of Directors may take any required or permitted action without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors, and shall be formally recorded in the minutes of the next meeting. For purposes of this section only, “all members of the Board” does not include any “interested Directors” as defined below.

##### ***(B) Procedures***

The Board may adopt the requirements and procedures applicable to enable action without a meeting pursuant to subparagraph a of this section.

### **ARTICLE 9: Officers**

#### Section 1 Designation of Officers

The Officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these Bylaws. The names of the Officers shall be listed in the CGNP website.

## Section 2 Duties of Officers

The duties of each office are set forth below. This listing shall not limit or otherwise affect the respective Officers' commitment and ability to undertake other activities on behalf of or in the name of CGNP, in accordance with these Bylaws and the decisions taken at meetings.

- It shall be the duty of the President to set the date and propose the agenda of regular meetings and to preside over all meetings of Californians for Green Nuclear Power.
- It shall be the duty of the Vice-president to assist the President or stand in for the President in the event that he/she may not be able to perform his/her duties.
- It shall be the duty of the Secretary to maintain a record of all meetings, and a file of all documents and decisions by or on behalf of Californians for Green Nuclear Power.
- The duties of the Treasurer shall be
  - to maintain all bank accounts of Californians for Green Nuclear Power, with signature authority to require signature by the President and Treasurer for all disbursements;
  - to ensure that all donations to and other funds of Californians for Green Nuclear Power go into such accounts, unless used in an authorized manner and properly documented;
  - to disburse funds as directed by the Board of Directors and any Officer taking action approved by the Board of Directors; and
  - to ensure that none of the funds of Californians for Green Nuclear Power are used by any person or group for any purpose without proper approval under the Bylaws of Californians for Green Nuclear Power.

The treasurer shall report on all financial matters to the Board of Directors.

## Section 3 Election and Term

Any Member of the Board of Directors may be elected to any office. All Officers shall be elected by the newly elected Board of Directors, at the Annual Meeting, immediately following the election of Directors, and shall serve for one year or until their replacements are elected and qualified. There shall be no restriction on any Officer's ability to hold office through multiple consequent terms.

Within two months in advance of the election of Officers, a three-person nominating committee will be selected by the President. If one or more members have put their names forward for office, that committee shall investigate the proposed candidates and make recommendations regarding whether their names should be put forward for election. If no candidates have put their names forward, the nominating committee shall take measures to propose at least one candidate for each office.

## Section 4 Removal, Vacancy

Any Officer may be removed from office by vote of a majority of the Board of Directors, at a meeting called and conducted in accordance with these Bylaws. Removal of an Officer shall be the duty of the Board of Directors in the event that such Officer fails to fulfill his duties in the best interests of the Corporation, fails to continue to meet the qualifications of membership, fails to comply with the Code of Conduct, or displays a

public lack of sympathy with the stated purpose of the Corporation. The Board of Directors may remove an Officer for any other reason, and need not state a cause for such removal. In the event of a vacancy in any office, whether due to removal or for any other reason, the Board of Directors may appoint a person to fill the remainder of the unexpired term.

#### Section 5. Fees and Compensation

Officers of CGNP may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article 16, Section 2, as may be fixed or determined by resolution of the Board of Directors.

### **ARTICLE 10: Restrictions on Actions**

#### Section 1 Charitable purpose

Notwithstanding any other provision of these Bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, nor violate any laws of the State of California.

#### Section 2 Business Activities and Income

CGNP shall not engage in any commercial or business activity. Funds received will be limited to donations, interest earned and the proceeds from any sale of donated assets. Such funds may be carried in a bank account from one fiscal year to the next.

### **ARTICLE 11: Duration**

Unless formally dissolved by decision of its membership, Californians for Green Nuclear Power shall exist in perpetuity, so long as it shall have more than five members. In particular, the death, removal, or resignation of any member or members of Californians for Green Nuclear Power shall not result in the dissolution of the Association.

### **ARTICLE 12: Dissolution**

In the event that the Board of Directors shall vote to dissolve the Corporation, or that dissolution, shall occur automatically under Article 11 of these Bylaws, all remaining members and Directors shall agree regarding the “organization dedicated to charitable purposes,” mentioned in Article 5.

### **ARTICLE 13: Amendment**

These Bylaws may be amended in a meeting, by a vote of two-thirds of the Directors present and voting or without a meeting by a vote of two thirds of all Members of the Board of Directors. Any amendment shall be immediately communicated to all Members of the Board of Directors and General Members.

## **ARTICLE 14: Actions in the Name of CGNP**

No action shall be taken, statement made or document signed or issued in the name of CGNP, without first receiving the approval from the Board of Directors, by action in accordance with these Bylaws, whether in a scheduled meeting, special meeting or action without a meeting.

## **ARTICLE 15: Indemnification**

### **Section 1 Right of Indemnity**

To the fullest extent permitted by law, the Board of Directors of this Corporation may indemnify any Director, Officer, or employees, including persons formerly occupying any such position, against all expenses, judgments, fines settlements and other accounts actually and reasonably incurred by them in connection with any proceeding caused because of actions or inactions where such persons acted in the name of CGNP, under proper authority of CNGP and in adherence with the code of conduct.

### **Section 2 Approval of Indemnity**

On written request to the Board by any person seeking such indemnification, the Board shall promptly decide whether the conditions set forth in Article 15, section 1 have been met and, whether the Corporation has assets sufficient to enable indemnification. The decision shall be taken only where a quorum of the Board is present, not counting the presence of any Member of the Board who is a party to the proceeding with respect to which indemnification is sought. Where no such quorum is possible, indemnification may not go forward unless the Directors involved resign from the Board and are replaced by new Directors and a quorum of the newly constituted Board is able to and does vote in favor of indemnification.

## **ARTICLE 16: Standard of Care**

### **Section 1. General**

A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, each Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more Officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence,



so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 16, Section 3(B), a person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation or assets held by it, are dedicated.

## Section 2. Loans

This Corporation shall not make any loan of money or property to or guarantee the obligation of, any Director or Officer, provided, however, that this Corporation may advance money to a Director or Officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

## Section 3. Conflict of Interest

This section sets forth the Corporation's conflict of interest policy. The purpose of this conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one or more of its Officers or Directors or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable associations and is not intended as an exclusive statement of responsibilities.

### ***(A) Definitions***

Unless otherwise defined, the terms used in this section have the following meanings:

1. "Interested Persons" - Any of the following shall be deemed an interested person, if and to the extent that he or she may have a direct or indirect financial interest, as defined:
  - a Director of the Corporation,
  - an Officer of the Corporation or
  - any member of a committee to which the Board has delegated powers.
2. "Financial Interest" - A person shall be deemed to have a financial interest if that person has, directly or indirectly, through business, investment or family:
  - (a) An ownership or investment interest in any entity with which the Association has a transaction or arrangement;
  - (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

- (c) A potential ownership or investment interest in or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

### ***B) Procedures***

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors, who are considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict Of Interest Exists**

After disclosure of the financial interest and all material facts and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

#### **3. Procedure for Addressing The Conflict Of Interest**

In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:

- (a) An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity whose involvement would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

#### **4. Violations of The Conflict of Interest Policy**

If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the

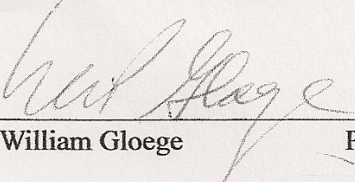
basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

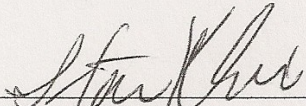
5. Records and Procedures:

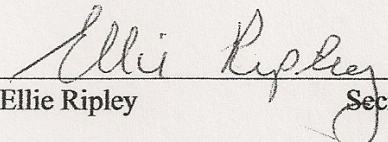
With regard to any conflict or potential conflict addressed under this article, the minutes of the Board and shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the Board's decision as to whether a conflict of interest in fact existed.

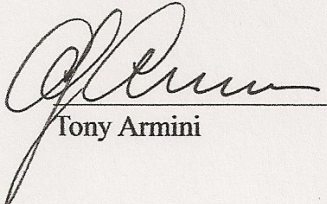
Adopted by the Board of Directors by resolution and vote of all Directors on the date below: Signed,

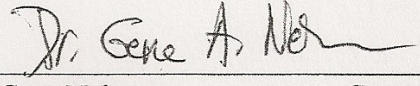
Adopted by the Board of Directors by resolution and vote of all Directors on the date below:  
Signed,

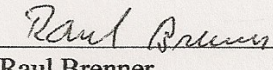
  
\_\_\_\_\_  
William Gloege President Date 6/7/16

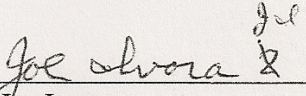
  
\_\_\_\_\_  
Steve Kliewer Vice President Date 3/3/16

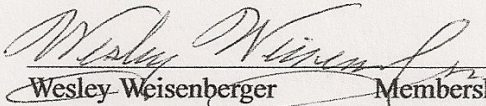
  
\_\_\_\_\_  
Ellie Ripley Secretary Date 3/3/16

  
\_\_\_\_\_  
Tony Armini Treasurer Date 3/3/16

  
\_\_\_\_\_  
Gene Nelson Government Liaison Date 3/3/16

  
\_\_\_\_\_  
Raul Brenner Advanced Research Date 3/3/16

  
\_\_\_\_\_  
Joe Ivora Membership Date 3-2-16

  
\_\_\_\_\_  
Wesley Weisenberger Membership/ Advanced Research Date 3/3/16